

RECORDATION NO. 21025-B FILE

JUL 14 '06 1:53 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
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OF COUNSEL  
URBAN A. LESTER

July 14, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated as of May 31, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease and Memorandum of Assignment of Lease previously filed with the Board under Recordation Numbers 21025 and 21052-A respectively.

The names and addresses of the parties to the enclosed document are:

Assignor: Banc of America Leasing & Capital, LLC  
One Financial Plaza  
Providence, RI 02903

Assignee: Wachovia Financial Services, Inc.  
c/o First Union Rail Corporation  
One O'Hare Center  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Mr. Vernon A. Williams  
July 14, 2006  
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A description of the railroad equipment covered by the enclosed document is:

216 covered hopper cars: WW 3001 – WW 3005, WW 3007, WW 3009 – WW 3049, WW 3052 – WW 3068, WW 3070 – WW 3097, WW 3099 – WW 3184, WW 3186 – WW 3190 and WW 3193 – WW 3225.

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

## MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT dated as of this 31<sup>st</sup> day of May, 2006 is made by Banc of America Leasing & Capital, LLC ("Assignor"), and Wachovia Financial Services, Inc., a North Carolina corporation ("Assignee", and together with the Assignor, the "Parties").

### WITNESSETH:

The Parties entered into that certain Assignment and Assumption Agreement (the "Assignment and Assumption Agreement") dated as of the date hereof;

Under the Assignment and Assumption Agreement, the Assignor assigned its right, title and interest in and to certain railroad equipment and leases and beneficial interests therein to Assignee, and Assignee has accepted and assumed all duties and obligations of Assignor with respect thereto arising on or after the date hereof. The documents relating to the railroad equipment are set forth in Exhibit A hereto. The railroad equipment is described in Exhibit B hereto.

The Parties wish to show for the public record the existence of the aforementioned Assignment and Assumption Agreement, and the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

BANC OF AMERICA LEASING  
& CAPITAL, LLC

By: *Kim Lee*  
Name: Kim Lee  
Title: Managing Director

WACHOVIA FINANCIAL SERVICES, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

State of California  
County of San Francisco

I, Yvette Montalvo Baron, a Notary Public in and for said state and county, do hereby certify that Kim Lee personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Assignment and Assumption Agreement.

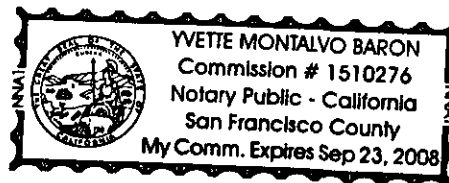
Witness my hand and official seal this 31<sup>st</sup> day of MAY, 2006.

*Yvette Montalvo Baron*  
Notary Public

My commission expires:

9-23-2008

[NOTARY SEAL]



IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum to be executed by a duly authorized officer as of the day and year first above written.

**BANC OF AMERICA LEASING  
& CAPITAL, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**WACHOVIA FINANCIAL SERVICES, INC.**

By: *John J. Thomas*  
Name: John J. Thomas  
Title: Managing Director

State of ILLINOIS

County of COOK

I, K. A. Dombrowski, a Notary Public in and for said state and county, do hereby certify that John J. Thomas personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Assignment and Assumption Agreement.

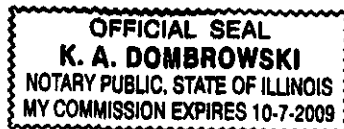
Witness my hand and official seal this 31st day of May, 20 06.

*K. A. Dombrowski*  
Notary Public

My commission expires:

10-7-2009

[NOTARY SEAL]



## **EXHIBIT A**

### **Lease Arrangement Documents.**

1. Lease of Railroad Equipment and Guaranty Agreement, dated as of November 8, 1997, among Citicorp Railmark, Inc., as lessor, Winchester and Western Railroad Company, as lessee, and Unimin Corporation, as guarantor.
2. Memorandum of Lease Agreement, dated as of November 8, 1997, among Citicorp Railmark, Inc., as lessor, Winchester and Western Railroad Company, as lessee, and Unimin Corporation, as guarantor.
3. Lease Extension and Reaffirmation of Guaranty, dated as of October 14, 2004, among Citicorp Railmark, Inc., as lessor, Winchester and Western Railroad Company, as lessee, and Unimin Corporation, as guarantor.
4. Bill of Sale, dated December 23, 2004, by Citicorp Railmark, Inc.
5. Assignment and Assumption Agreement, dated December 23, 2004, between Citicorp Railmark, Inc. and Seller
6. Memorandum and Assignment of Lease and Assignment Agreement, dated December 23, 2004, between Citicorp Railmark, Inc. and Seller

## **EXHIBIT B**

Two hundred sixteen (216) covered hopper cars bearing the following road marks and numbers (all inclusive):

WW 3001 - WW 3005  
WW 3007  
WW 3009 - WW 3049  
WW 3052 - WW 3068  
WW 3070 - WW 3097  
WW 3099 - WW 3184  
WW 3186 - WW3190  
WW 3193 - WW 3225